

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Western District of Wisconsin
(State)

Case number (if known): 17- Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Cranberry Growers Cooperative

2. All other names debtor used in the last 8 years dha CrauGrow
Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) * * - * * 2 4 4 3

4. Debtor's address

Principal place of business		Mailing address, if different from principal place of business
<u>23878 Aspen Ave</u> Number Street		 Number Street
 <u>Warrens WI 54666</u> City State ZIP Code		 P.O. Box
 <u>Monroe County</u> County		 Location of principal assets, if different from principal place of business
		 Number Street
		 City State ZIP Code

5. Debtor's website (URL) www.crangrow.com

6. Type of debtor
☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☒ Other. Specify: UNINCORPORATED COOPERATIVE ASSOCIATION

Debtor Cranberry Growers Cooperative
Name

Case number (if known) 17-

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☒ No

☐ Yes. Debtor _____ Relationship _____

District _____ When _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

Debtor Cranberry Growers Cooperative
Name

Case number (if known) 17-

11. Why is the case filed in *this district?*

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☐ No

☒ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☒ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? Copper Road Receiving Station and Warrens Cold Storage, LLC Freezer

Number

Street

City

State

ZIP Code

Is the property insured?

☐ No

☒ Yes. Insurance agency

Prior to delivery to freezer, to the extent growers have insurance; after delivery to freezer, insured by freezer vendor.

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Cranberry Growers Cooperative Case number (if known) 17-
Name

16. Estimated liabilities
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

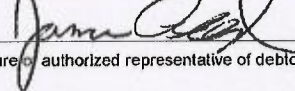
Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor
- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - ☒ I have been authorized to file this petition on behalf of the debtor. [SEE EXHIBITS A and B ATTACHED.]
 - ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

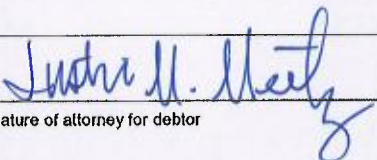
I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/25/2017
MM / DD / YYYY

x 
Signature of authorized representative of debtor
Title Chief Executive Officer

James Reed
Printed name

18. Signature of attorney

x 
Signature of attorney for debtor

Date 09/25/2017
MM / DD / YYYY

Justin M. Mertz

Printed name

Michael Best & Friedrich LLP

Firm name

100 East Wisconsin Avenue, Suite 3300

Number Street

Milwaukee

City

WI

State

53202

ZIP Code

(414) 225-4972

Contact phone

jmmertz@michaelbest.com

Email address

1056938

Bar number

WI

State

EXHIBIT A

Board Resolution Authorizing Filing

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE CRANBERRY GROWERS COOPERATIVE**

A duly noticed meeting of the Board of Directors of the Cranberry Growers Cooperative, a cooperative association organized under Chapter 193 of the Wisconsin Statutes (the “Cooperative”), was held on September 8, 2017. After a discussion, upon motion duly made, seconded and carried, the following Resolutions were adopted:

WHEREAS, the Cooperative is in serious financial condition and is unable to continue its operations without debt relief; and

WHEREAS, it appears to the Board of Directors that it is in the best interest of the Cooperative, its creditors and members to commence a case under chapter 11 of title 11, United States Code (the “Bankruptcy Code”).

NOW, THEREFORE, BE IT HEREBY RESOLVED that the Board of Directors finds and determines that it is in the best interest of the Cooperative, its creditors and members for it to commence a case under chapter 11 of the Bankruptcy Code;

BE IT FURTHER RESOLVED that the officers, directors and authorized agents of the Cooperative, be, and each of them is hereby, empowered and directed without further action by this Board of Directors to (i) prepare and sign, or cause to be prepared and signed, a petition for relief under chapter 11 of the Bankruptcy Code which petition shall be filed in the United States Bankruptcy Court, Western District of Wisconsin, thus commencing a case under chapter 11 of the Bankruptcy Code (the “Bankruptcy Case”); (ii) file and prosecute, or cause to be filed and prosecuted, the Bankruptcy Case; (iii) prepare, sign and file, or cause to be prepared, signed and filed, all schedules, statements, disclosures, applications, lists and other documents reasonably necessary or appropriate in connection with Bankruptcy Case; and (iv) take such other measures and perform all other tasks that the officers, directors and authorized agents in the exercise of

their judgment and discretion deem necessary or appropriate to the reorganization and restructuring of the Cooperative and its assets and liabilities under chapter 11 of the Bankruptcy Code; and

BE IT FURTHER RESOLVED that the officers and authorized agents of the Cooperative are authorized, empowered and directed to (i) retain the law firm of Dorsey & Whitney LLP ("Dorsey") to commence and prosecute the aforementioned Bankruptcy Case; (ii) authorize Dorsey to prepare, sign and file all papers and documents necessary for and proper to the prosecution of said Bankruptcy Case; and (iii) authorize Dorsey to take such actions in the Bankruptcy Case which Dorsey, in its discretion, concludes are necessary to Dorsey's and/or the Cooperative's fulfillment of its obligations in the Bankruptcy Case.

I, the undersigned, the duly elected Secretary of the Cranberry Growers Cooperative, a Wisconsin cooperative association, hereby certifies that the foregoing Resolutions were adopted by majority vote of all the directors in attendance at an September 8, 2017, meeting of the Board of Directors at which a quorum of the directors were in attendance, and that such Resolutions remain in full force and effect and have not since such meeting been modified, rescinded or superseded.

Dated: September 15, 2017

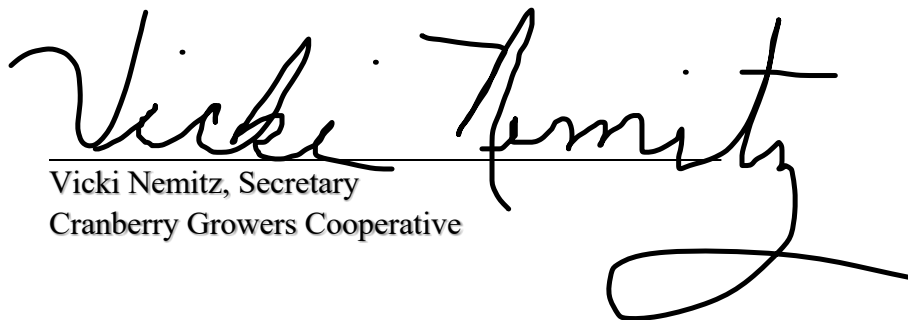

Vicki Nemitz, Secretary
Cranberry Growers Cooperative

EXHIBIT B

Authorizing CRO

**ACTION BY WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
THE CRANBERRY GROWERS COOPERATIVE**

The undersigned directors, who constitute all current members of the Board of Directors (the “Board”) of the Cranberry Growers Cooperative, a cooperative association organized under Chapter 193 of the Wisconsin Statutes (the “Cooperative”), acting in accordance with applicable provisions of the laws of Wisconsin, the *Articles of Organization* of the Cooperative, and the *Second Amended and Restated Bylaws* of the Cooperative, hereby adopt the following resolutions by written consent respecting the Cooperative.

WHEREAS, by *Resolution* of the Board dated September 15, 2017, the Board found that it is in the best interest of the Cooperative, its creditors and members for it to commence a case under chapter 11 of title 11, United States Code (the “Bankruptcy Code”), and the Cooperative resolved that its officers, directors and authorized agents were empowered and directed to, among other things, commence a case under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Western District of Wisconsin (the “Bankruptcy Case”);

WHEREAS, the Board has determined that it is in the best interest of the Cooperative, its creditors and its members to engage counsel located in and licensed to practice law in the Western District of Wisconsin as local counsel to assist in the commencement and prosecution of the Bankruptcy Case, and to approve and ratify the Cooperative’s engagement the law firm of Michael Best & Friedrich LLP (“Michael Best”) for that purpose;

WHEREAS, the Board has determined that it is in the best interest of the Cooperative, its creditors and its members to engage financial advisors and restructuring professionals as are necessary or appropriate to assist in the restructuring and reorganization of the Cooperative, including in the Bankruptcy Case, and to approve and ratify the Cooperative’s engagement of Sierra Constellation Partners LLC (“Sierra”) for that purpose;

WHEREAS, the Board has determined that it is in the best interest of the Cooperative, its creditors and its members to appoint immediately upon the filing of the Bankruptcy Case a Chief Restructuring Officer (a "CRO") for the Cooperative, as the officer in charge of the restructuring and reorganization of the Cooperative during the Bankruptcy Case, and that Winston Mar ("Mar"), a Director at Sierra who presently serves as a financial consultant to the Cooperative, is well qualified to serve as the CRO of the Cooperative.; and

WHEREAS, the Board has determined that it is in the best interest of the Cooperative, its creditors and its members to take any actions necessary to obtain insurance coverage, under an existing or new insurance policy, to include the CRO as an insured.

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Cooperative is authorized, empowered and directed to retain the law firm of Michael Best as its local bankruptcy counsel to assist in the commencement and prosecution of the Bankruptcy Case, and the Cooperative authorizes Michael Best (a) to prepare, sign and file all papers and documents necessary for and proper to the prosecution of said Bankruptcy Case; and (b) to take such actions in the Bankruptcy Case which Michael Best, in its discretion, concludes are necessary to Michael Best's and/or the Cooperative's fulfillment of its obligations in the Bankruptcy Case;

BE IT FURTHER RESOLVED that the Cooperative is authorized, empowered and directed to engage Sierra as a consultant to provide financial advisory and restructuring services to the Cooperative prior to filing of the Bankruptcy Case, to assist in preparing the Cooperative to file the Bankruptcy Case, and to serve, subject to Court approval in the Bankruptcy Case, as the Cooperative's financial advisor during the Bankruptcy Case;

BE IT FURTHER RESOLVED that immediately upon the filling of the Bankruptcy Case, Mar shall be deemed appointed as the CRO of the Cooperative, and Mar shall possess all

management authority, powers, rights, and duties of and for the Cooperative to the fullest extent permitted by law and shall exercise such authority, powers, rights and duties as Mar deems appropriate in his sole discretion to the fullest extent permitted by law, subject only to retention by the Board of the right to remove and replace Mar for cause and upon thirty (30) days' written notice to Mar;

BE IT FURTHER RESOLVED that, without limiting the scope of the authority, powers, and duties granted and delegated to Mar as CRO upon the filing of the Bankruptcy Case, immediately upon the filing of the petition commencing the Bankruptcy Case and after the date of such a filing, Mar shall be authorized to take all actions and to make all decisions as he deems appropriate in his sole discretion respecting all matters related to the Cooperative, including all matters addressed in applicable provisions of the laws of Wisconsin, federal bankruptcy law, the Articles of Organization of the Cooperative and the Second Amended and Restated Bylaws of the Cooperative, with the sole exception of removal of Mar as reserved to the Board as set forth above; and

BE IT FURTHER RESOLVED that the Cooperative is authorized to take all necessary actions to obtain insurance that covers the CRO as an insured.

IN WITNESS WHEREOF, the undersigned directors, who constitute all of the current members of the Board of the Cooperative, execute this *Action By Written Consent* as of September 8, 2017.

**BOARD OF DIRECTORS
CRANBERRY GROWERS COOPERATIVE**

Dr. Frederick Prehn
Chairman, Board of Directors
Cranberry Growers Cooperative

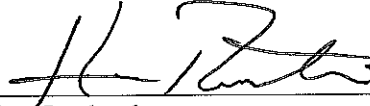
Lynn Prehn
Director
Cranberry Growers Cooperative


Vicki Nemitz
Director
Cranberry Growers Cooperative

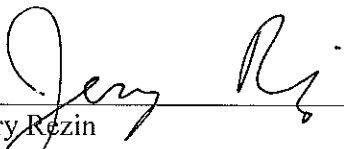
Chuck Dillon
Director
Cranberry Growers Cooperative

Jim Van Wychen
Director
Cranberry Growers Cooperative

Bill Arendt
Director
Cranberry Growers Cooperative


Kurt Rutland
Director
Cranberry Growers Cooperative


Mark Pergande
Director
Cranberry Growers Cooperative

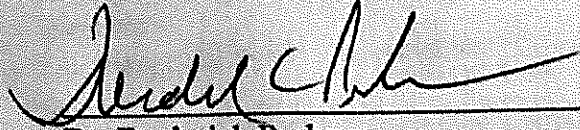


Jerry Rezin
Director
Cranberry Growers Cooperative

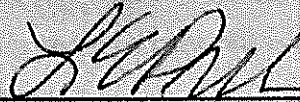
Ray Habelman
Director
Cranberry Growers Cooperative

IN WITNESS WHEREOF, the undersigned directors, who constitute all of the current members of the Board of the Cooperative, execute this Action By Written Consent as of September 8, 2017.

**BOARD OF DIRECTORS
CRANBERRY GROWERS COOPERATIVE**



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Chairman, Board of Director
Cranberry Growers Cooperative



Linda Prehn
Director
Cranberry Growers Cooperative

Vicki Nemitz
Director
Cranberry Growers Cooperative

Chuck Dillon
Director
Cranberry Growers Cooperative

Jim Van Wychen
Director
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the Cooperative, with the sole exception of removal of Mar as reserved to the Board as set forth above;
and

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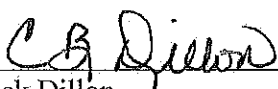
IN WITNESS WHEREOF, the undersigned directors, who constitute all of the current members of the Board of the Cooperative, execute this Action By Written Consent as of September 8, 2017.

**BOARD OF DIRECTORS
CRANBERRY GROWERS COOPERATIVE**

Dr. Frederick Prehn
Chairman, Board of Director
Cranberry Growers Cooperative

Linda Prehn
Director
Cranberry Growers Cooperative

Vicki Nemitz
Director
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Chuck Dillon
Director
Cranberry Growers Cooperative

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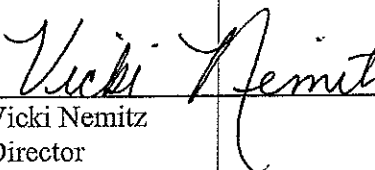
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Cranberry Growers Cooperative

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